

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA**

In re:

Chapter 11

Genmar Holdings, Inc., *et al.*,¹

Case No. 09-43537

Debtors.

Jointly Administered

**NOTICE OF HEARING AND MOTION FOR ALLOWANCE
OF SECTION 503(B)(9) ADMINISTRATIVE EXPENSE**

TO: The United States Trustee and other entities specified in Local Rule 9013-3(a)(2)

1. Joseph T. Ryerson & Son, Inc. ("Ryerson"), a creditor and party in interest in the above-captioned Chapter 11 cases of Genmar Holdings, Inc., *et al.*, (the "Debtors"), moves this Court for the relief requested below and give notice of hearing.

2. The Court will hold a hearing on this Motion at **10:00 a.m. on Thursday, July 23, 2009** in Courtroom No. 2B, at the United States Courthouse, at 316 North Robert Street, St. Paul, Minnesota.

3. Any response to this Motion must be filed and served by delivery not later than **July 20, 2009**, which is three (3) days before the time set for the hearing (excluding Saturdays, Sundays and legal holidays) or served and filed by mail not later than **July 14, 2009**, which is seven (7) days before the time set for the hearing (excluding Saturdays, Sundays and legal

¹ Jointly administered debtors: Genmar Holdings, Inc., Case No. 09-43537; Carver Industries, L.L.C., Case No. 09-43538; Carver Italia, L.L.C., Case No. 09-33773; Carver Yachts International, L.L.C., Case No. 09-33774; Genmar Florida, Inc., Case No. 09-43539; Genmar Industries, Inc., Case No. 09-43540; Genmar IP, L.L.C., Case No. 09-43541; Genmar Manufacturing of Kansas, Inc., Case No. 09-43542; Genmar Michigan, L.L.C., Case No. 09-43543; Genmar Minnesota, Inc., Case No. 09-33775; Genmar Tennessee, Inc., Case No. 09-43544; Genmar Transportation, Inc., Case No. 09-43545; Genmar Yacht Group, LLC, Case No. 09-43546; Marine Media, L.L.C., Case No. 09-43547; Minstar, L.L.C., Case No. 09-43548; Triumph Boats, Inc., Case No. 09-43550; Triumph Boat Rentals, L.L.C., Case No. 09-43551; VEC Leasing Services, L.L.C., Case No. 09-43552; VEC Management Co. L.L.C., Case No. 09-43553; VEC Technology, Inc., Case No. 09-43554; Windsor Craft Yachts, L.L.C., Case No. 09-43555; Wood Manufacturing Company, Inc., Case No. 09-43556.

holidays). **UNLESS A RESPONSE OPPOSING THE MOTION IS TIMELY FILED, THE COURT MAY GRANT THE MOTION WITHOUT A HEARING.**

Background

4. On June 1, 2009, the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code (the “Petition Date”).

5. The Debtors are continuing in possession of their property and are managing their businesses, as debtors in possession, pursuant to sections 1107 and 1108 of the Bankruptcy Code.

Jurisdiction And Venue

6. This Court has jurisdiction over this matter pursuant to 28 U.S.C. § 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). The venue of the Debtors’ chapter 11 cases and this Motion are proper pursuant to 28 U.S.C. §§ 1408 and 1409.

Ryerson’s Administrative Expense Claim

7. Ryerson is one of North America’s leading distributors and processors of metals. In addition to its vast inventories, Ryerson offers a complete line of processing capabilities to produce anything from simple shapes to complex sub-assemblies.

8. Prior to the Petition Date, the Debtors purchased metal product from Ryerson in the ordinary course of their businesses.

9. Prior to the Petition Date, Ryerson would ship metal product to the Debtors in the ordinary course of business for use by the Debtors in their manufacturing processes.

10. As of the Petition Date, the Debtors owed Ryerson \$5,679.92 for prepetition deliveries of metal product.

11. In the twenty (20) days preceding the Petition Date (the “503(b)(9) Period”), (a)

Ryerson sold to the Debtors no less than \$1,942.25 in metal products in the ordinary course of business of which no less than \$1,942.25 remained unpaid as of the Petition Date (the “503(b)(9) Goods”) and (b) the Debtors purchased the 503(b)(9) Goods in the ordinary course of their business.

12. The invoices and delivery receipts for the 503(b)(9) Goods are appended hereto as Group Exhibit A.

Relief Requested

13. By this Motion, Ryerson requests that the Court enter an order allowing an administrative expense claim in this case (the “503(b)(9) Administrative Expense Claim”) for the full value of the goods delivered by Ryerson to the Debtors during the 503(b)(9) Period as permitted by 11 U.S.C. § 503(b)(9).

Basis For Relief

14. Pursuant to Section 503(b)(9) of the Bankruptcy Code, “[a]fter notice and a hearing, there shall be allowed administrative expenses ... including – (9) the value of any goods received by the debtor within 20 days before the commencement of a case under this title in which goods would have been sold to the debtor in the ordinary course of such debtor’s business.”

15. The 503(b)(9) Goods were (i) ordered in the ordinary course of the Debtors’ business and (ii) sold by Ryerson to the Debtors in the ordinary course of business. Accordingly, pursuant to Section 503(b)(9), Ryerson is entitled to an allowed administrative expense claim for the full value of the goods delivered by Ryerson to the Debtors during the 503(b)(9) Period in the amount of \$1,942.25.

WHEREFORE, for the foregoing reasons, Ryerson respectfully requests the entry of an order:

- (i) Allowing the 503(b)(9) Administrative Expense Claim for the full value of the goods delivered by Ryerson to the Debtors during the 503(b)(9) Period; and
- (ii) Granting Ryerson such other and further relief as is just and proper.

Dated this 26th day of June, 2009

MANTY & ASSOCIATES, P.A.

By /e/ Jacqueline D. Kuiper
Nauni Manty (230352)
Jacqueline D. Kuiper (0389387)
Manty & Associates, P.A.
510 First Avenue North #305
Minneapolis, MN 55403
Telephone: (612) 340-7950
Fax: (612) 746-0310
nauni@mantylaw.com
jacqueline@mantylaw.com

ATTORNEYS FOR JOSEPH T. RYERSON &
SON, INC.

Exhibit A

ORIGINAL INVOICE

PAGE 01

REMIT TO

JOSEPH T. RYERSON & SON
P.O. BOX 731036
DALLAS TX 75373-1036
FED ID: 36-1717960

Your Order No. 141826	Your Release No.	F.O.B. DEST	INVOICE NO.
VIA OUR TRUCK-LOCAL	P-Ppd. C-Col. P	Date Shipped 05/11/09	Date Invoiced 05/11/09
			3192818

LITTLE ROCK

(501) 490-2255

▲
PLEASE REFER TO
THIS NUMBER
WHEN REMITTING
OR CORRESPONDING

SOLD TO

2457660 00 00000739 00001040
WOOD MANUFACTURING COMPANY
PO BOX 179
FLIPPIN AR 72634-0179

SHIP TO

WOOD MANUFACTURING CO.
HIGHWAY 178 NORTH
FLIPPIN AR 72634

DESCRIPTION	QUANTITY SHIPPED PIECES SHIPPED	UNIT PRICE UNIT OF MEASURE	AMOUNT
2 X 2 X 1/4 STRUC STEEL TUBE LENGTH: 20 FT	240 FT 12	2.2862 FT	548.69
CUST PART NO: 9514063 FUEL SURCHARGE			2.08

IF PAID WITHIN 10 DAYS DEDUCT ▶	Discount	Merchandise Total	Miscellaneous	Cutting	Transportation	Tax	TOTAL INVOICE
	2.74	548.69	2.08	.00	.00	.00	550.77

DETACH HERE AND RETURN WITH YOUR PAYMENT

Your Order No. 141826	Your Release No.	F.O.B. DEST	INVOICE NO.
VIA OUR TRUCK-LOCAL	P-Ppd. C-Col. P	Date Shipped 05/11/09	Date Invoiced 05/11/09
			3192818

Customer Number 3111742	Discount 2.74	Merchandise Total 548.69	Miscellaneous 2.08	Cutting .00	Transportation .00	Tax .00	TOTAL INVOICE 550.77
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Remit To:

JOSEPH T. RYERSON & SON
P.O. BOX 731036
DALLAS TX 75373-1036

SOLD TO WOOD MANUFACTURING COMPANY
PO BOX 179
FLIPPIN AR 72634

DELIVERY RECEIPT

OUR TRUCK-LOCAL TRLR# 143
PRE-PAID

P.O BOX 34287
LITTLE ROCK, AR 72203-4287
Ph: (501) 490-2255 FAX: (501) 490-5202

Delivery Date: 05/09/2009

Promise Date: 05/11/2009

Sold To: WOOD MANUFACTURING COMPANY
PO BOX 179
FLIPPIN, AR 72634

Ship To: WOOD MANUFACTURING CO.
HIGHWAY 178 NORTH
FLIPPIN, AR 72634

Cust. #: 3111742
Phone: (870)453-2222
Contact: CHARLES
Fax: 870-704-2471

Invoice #: 3192818

Customer P/O #: 141826

P/O Release #:

Manifest #: 3190875 A

Route #: 086-002

Sales Contact: JIM LONG

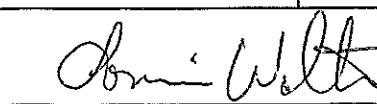
Special Instructions:

MATERIAL MUST HAVE 4 BANDS.
25 PCS PER BUNDLE ON 1/8& 3/16 & 1/4 THICK FLAT BARS W/
2 PCS 2" SQ TU 1/4 X 20 BANDED ON EACH BUNDLE
RECEIVING HRS: M-F 8:00A-5:00P
PKG'G INSTR: BUNDLE UNLOAD: MANUAL

Line Item	Quantity Ordered	Description	Quantity Shipped	Number Pkgs.	Price
1 23288	12 EA	2 X 2 X 1/4 STRUC STEEL TUBE Length: 20 FT Cust. Part #: 9514063 Bndl 1: 1298 lbs. Heat#: S90672	240 ft. 1298 lbs. 12 pcs.	1	\$548.69
ORDER TOTAL			1298 lbs. 12 pcs.	1	\$548.69


Customer Signature

5-11-09
Date


Delivered By

Add'l Charges: 2.08
Tax: _____
Total Due: \$550.77

ORIGINAL INVOICE

PAGE 01

REMIT TO

JOSEPH T. RYERSON & SON
P.O. BOX 731036
DALLAS TX 75373-1036
FED ID: 36-1717960

SOLD TO

2458219 00 00000891 00001185
WOOD MANUFACTURING COMPANY
PO BOX 179
FLIPPIN AR 72634-0179

Your Order No. 141948	Your Release No.	F.O.B. DEST	INVOICE NO.
VIA OUR TRUCK-LOCAL	P-Ppd. C-Col. P	Date Shipped 05/13/09	Date Invoiced 05/13/09
			3193236

LITTLE ROCK

(501) 490-2255

▲
PLEASE REFER TO
THIS NUMBER
WHEN REMITTING
OR CORRESPONDING

SHIP TO

WOOD MANUFACTURING CO.
HIGHWAY 178 NORTH
FLIPPIN AR 72634

DESCRIPTION	QUANTITY SHIPPED PIECES SHIPPED	UNIT PRICE UNIT OF MEASURE	AMOUNT
5/8 DIA 304/304L CFA S/S ROUND BAR LENGTH: 12 FT R/L	72 FT 6	1.3296 FT	95.73
CUST PART NO: 9516050 FUEL SURCHARGE			.12

IF PAID WITHIN 10 DAYS DEDUCT ▶	Discount .48	Merchandise Total 95.73	Miscellaneous .12	Cutting .00	Transportation .00	Tax .00	TOTAL INVOICE 95.85
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DETACH HERE AND RETURN WITH YOUR PAYMENT

Your Order No. 141948	Your Release No.	F.O.B. DEST	INVOICE NO.
VIA OUR TRUCK-LOCAL	P-Ppd. C-Col. P	Date Shipped 05/13/09	Date Invoiced 05/13/09
			3193236
Customer Number 3111742	Discount .48	Merchandise Total 95.73	Miscellaneous .12
	Cutting .00	Transportation .00	Tax .00
			TOTAL INVOICE 95.85

Remit To:

JOSEPH T. RYERSON & SON
P.O. BOX 731036
DALLAS TX 75373-1036

SOLD TO WOOD MANUFACTURING COMPANY
PO BOX 179
FLIPPIN AR 72634

DELIVERY RECEIPT

OUR TRUCK-LOCAL TRLR# 143
PRE-PAID

P.O BOX 34287
LITTLE ROCK, AR 72203-4287
Ph: (501) 490-2255 FAX: (501) 490-5202

Delivery Date: 05/13/2009

Promise Date: 05/13/2009

Sold To: WOOD MANUFACTURING COMPANY
PO BOX 179
FLIPPIN, AR 72634

Ship To: WOOD MANUFACTURING CO.
HIGHWAY 178 NORTH
FLIPPIN, AR 72634

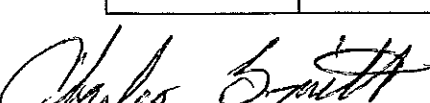
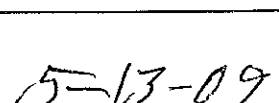
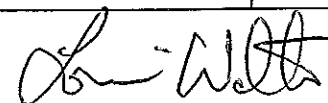
Cust. #: 3111742
Phone: (870)453-2222
Contact: CHARLES
Fax: 870-704-2471

Invoice #: 3193236
Customer P/O #: 141948
P/O Release #:
Manifest #: 3190919 A
Route #: 191-008
Sales Contact: JIM LONG

Special Instructions:

MATERIAL MUST HAVE 4 BANDS.
25 PCS PER BUNDLE ON 1/8& 3/16 & 1/4 THICK FLAT BARS W/
2 PCS 2" SQ TU 1/4 X 20 BANDED ON EACH BUNDLE
RECEIVING HRS: M-F 8:00A-5:00P
PKG'G INSTR: BUNDLE UNLOAD: MANUAL

Line Item	Quantity Ordered	Description	Quantity Shipped	Number Pkgs.	Price
1 26836	8 EA	5/8 DIA 304/304L CFA S/S ROUND BAR Length: 12 FT R/L Cust. Part #: 9516050 GREEN Bndl 1: 73 lbs. Heat#: 4MPA	72 ft. 73 lbs. 6 pcs.	1	\$95.73
		ORDER TOTAL	73 lbs. 6 pcs.	1	\$95.73

Customer Signature **Date** **Delivered By**

Add'l Charges: .12
Tax: -----
Total Due: \$95.85

Signature by customer verifies material delivered is correct and in good condition. Claims or shortages must be reported within 3 days of receipt. This material cannot be returned without our permission. Returned material is subject to handling charges. Conditions of sale are set out on quotations, confirmations and invoices we have previously sent you. Your signature here is evidence that you have read the conditions of sale and agree to them.

ORIGINAL INVOICE

PAGE 01

REMIT TO

JOSEPH T. RYERSON & SON
P.O. BOX 731036
DALLAS TX 75373-1036
FED ID: 36-1717960

SOLD TO

2458219 00 00000891 00001186
WOOD MANUFACTURING COMPANY
PO BOX 179
FLIPPIN AR 72634-0179

Your Order No. 142013	Your release No.	F.O.B. DEST	INVOICE NO.
VIA OUR TRUCK-LOCAL	P-Ppd. C-Col. P	Date Shipped 05/13/09	Date Invoiced 05/13/09
			3193488

LITTLE ROCK

(501) 490-2255

▲
PLEASE REFER TO
THIS NUMBER
WHEN REMITTING
OR CORRESPONDING

SHIP TO

WOOD MANUFACTURING CO.
HIGHWAY 178 NORTH
FLIPPIN AR 72634

DESCRIPTION	QUANTITY SHIPPED PIECES SHIPPED	UNIT PRICE UNIT OF MEASURE	AMOUNT
1/4 X 2 A-36 HR STEEL FLAT BAR LENGTH: 20 FT	400 FT 20	.7748 FT	309.92
CUST PART NO: 9510044 FUEL SURCHARGE			1.09

IF PAID WITHIN 10 DAYS DEDUCT ▶	Discount	Merchandise Total	Miscellaneous	Cutting	Transportation	Tax	TOTAL INVOICE
	1.55	309.92	1.09	.00	.00	.00	311.01

DETACH HERE AND RETURN WITH YOUR PAYMENT

Your Order No. 142013	Your Release No.	F.O.B. DEST	INVOICE NO.
VIA OUR TRUCK-LOCAL	P-Ppd. C-Col. P	Date Shipped 05/13/09	Date Invoiced 05/13/09
			3193488
Customer Number 3111742	Discount 1.55	Merchandise Total 309.92	Miscellaneous 1.09
	Cutting .00	Transportation .00	Tax .00
			TOTAL INVOICE 311.01

Remit To:

JOSEPH T. RYERSON & SON
P.O. BOX 731036
DALLAS TX 75373-1036

SOLD TO WOOD MANUFACTURING COMPANY
PO BOX 179
FLIPPIN AR 72634

DELIVERY RECEIPT

OUR TRUCK-LOCAL TRLR# 143
PRE-PAID

P.O BOX 34287
LITTLE ROCK, AR 72203-4287
Ph: (501) 490-2255 FAX: (501) 490-5202

Delivery Date: 05/13/2009

Promise Date: 05/13/2009

Sold To: WOOD MANUFACTURING COMPANY
PO BOX 179
FLIPPIN, AR 72634

Ship To: WOOD MANUFACTURING CO.
HIGHWAY 178 NORTH
FLIPPIN, AR 72634

Cust. #: 3111742
Phone: (870)453-2222
Contact: CHARLES
Fax: 870-704-2471

Invoice #: 3193488
Customer P/O #: 142013
P/O Release #:
Manifest #: 3190919 A
Route #: 191-008
Sales Contact: JIM LONG

Special Instructions:

MATERIAL MUST HAVE 4 BANDS.
25 PCS PER BUNDLE ON 1/8 & 3/16 & 1/4 THICK FLAT BARS W/
2 PCS 2" SQ TU 1/4 X 20 BANDED ON EACH BUNDLE
RECEIVING HRS: M-F 8:00A-5:00P
PKG'G INSTR: BUNDLE UNLOAD: MANUAL

Line Item	Quantity Ordered	Description	Quantity Shipped	Number Pkgs.	Price
1 23754	20 EA	1/4 X 2 A-36 HR STEEL FLAT BAR Length: 20 FT Cust. Part #: 9510044 Bndl 1: 680 lbs. Heat#: JW0910108901	400 ft. 680 lbs. 20 pcs.	1	\$309.92
ORDER TOTAL			680 lbs. 20 pcs.	1	\$309.92




Add'l Charges: 1.09
Tax: _____
Total Due: \$311.01

Signature by customer verifies material delivered is correct and in good condition. Claims or shortages must be reported within 3 days of receipt. This material cannot be returned without our permission. Returned material is subject to handling charges. Conditions of sale are set out on quotations, confirmations and invoices we have previously sent you. Your signature here is evidence that you have read the conditions of sale and agree to them.

ORIGINAL INVOICE

PAGE 01

REMIT TO

JOSEPH T. RYERSON & SON
P.O. BOX 731036
DALLAS TX 75373-1036
FED ID: 36-1717960

SOLD TO

2458879 00 00000767 00001074
WOOD MANUFACTURING COMPANY
PO BOX 179
FLIPPIN AR 72634-0179

Your Order No. 141948	Your Release No.	F.O.B. DEST	INVOICE NO.
VIA OUR TRUCK-LOCAL	P-Ppd. C-Col. P	Date Shipped 05/18/09	Date Invoiced 05/18/09

LITTLE ROCK

(501) 490-2255

▲
PLEASE REFER TO
THIS NUMBER
WHEN REMITTING
OR CORRESPONDING

SHIP TO

WOOD MANUFACTURING CO.
HIGHWAY 178 NORTH
FLIPPIN AR 72634

DESCRIPTION	QUANTITY SHIPPED PIECES SHIPPED	UNIT PRICE UNIT OF MEASURE	AMOUNT
5/8 DIA 304/304L CFA S/S ROUND BAR LENGTH: 12 FT R/L	36 FT 3	1.3296 FT	47.87
FUEL SURCHARGE			.06

IF PAID WITHIN 10 DAYS DEDUCT ►	Discount	Merchandise Total	Miscellaneous	Cutting	Transportation	Tax	TOTAL INVOICE
	.24	47.87	.06	.00	.00	.00	47.93

DETACH HERE AND RETURN WITH YOUR PAYMENT

Your Order No. 141948	Your Release No.	F.O.B. DEST	INVOICE NO.
VIA OUR TRUCK-LOCAL	P-Ppd. C-Col. P	Date Shipped 05/18/09	Date Invoiced 05/18/09

Customer Number 3111742	Discount .24	Merchandise Total 47.87	Miscellaneous .06	Cutting .00	Transportation .00	Tax .00	TOTAL INVOICE 47.93
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Remit To:

JOSEPH T. RYERSON & SON
P.O. BOX 731036
DALLAS TX 75373-1036

SOLD TO WOOD MANUFACTURING COMPANY
PO BOX 179
FLIPPIN AR 72634

DELIVERY RECEIPT

OUR TRUCK-LOCAL TRLR# 143
PRE-PAID

P.O BOX 34287
LITTLE ROCK, AR 72203-4287
Ph: (501) 490-2255 FAX: (501) 490-5202

Delivery Date: 05/17/2009

Promise Date: 05/18/2009

Sold To: WOOD MANUFACTURING COMPANY
PO BOX 179
FLIPPIN, AR 72634

Ship To: WOOD MANUFACTURING CO.
HIGHWAY 178 NORTH
FLIPPIN, AR 72634

Cust. #: 3111742
Phone: (870)453-2222
Contact: CHARLES
Fax: 870-704-2471

Invoice #: 3193492

Customer P/O #: 141948

P/O Release #:

Manifest #: 3190975 A


Route #: 191-009

Sales Contact: JIM LONG

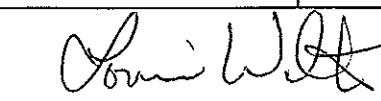
Special Instructions:

MATERIAL MUST HAVE 4 BANDS.
25 PCS PER BUNDLE ON 1/8& 3/16 & 1/4 THICK FLAT BARS W/
2 PCS 2" SQ TU 1/4 X 20 BANDED ON EACH BUNDLE
RECEIVING HRS: M-F 8:00A-5:00P
PKG'G INSTR: BUNDLE UNLOAD: MANUAL

Line Item	Quantity Ordered	Description	Quantity Shipped	Number Pkgs.	Price
1 26836	3 EA	5/8 DIA 304/304L CFA S/S ROUND BAR Length: 12 FT R/L Bndl 1: 38 lbs. Heat#: 4XFP GREEN	36 ft. 38 lbs. 3 pcs.	1	\$47.87
		ORDER TOTAL	38 lbs. 3 pcs.	1	\$47.87


Customer Signature

5-18-09
Date


Delivered By

Add'l Charges: .06
Tax: _____
Total Due: \$47.93

ORIGINAL INVOICE

PAGE 01

REMIT TO

JOSEPH T. RYERSON & SON
P.O. BOX 731036
DALLAS TX 75373-1036
FED ID: 36-1717960

SOLD TO

2459582 00 00000822 00001118
WOOD MANUFACTURING COMPANY
PO BOX 179
FLIPPIN AR 72634-0179

SHIP TO

WOOD MANUFACTURING CO.
HIGHWAY 178 NORTH
FLIPPIN AR 72634

Your Order No. 142189 000	Your Release No.	F.O.B. DEST	INVOICE NO.
VIA OUR TRUCK-LOCAL	P-Ppd. C-Col. P	Date Shipped 05/20/09	Date Invoiced 05/20/09

LITTLE ROCK (501) 490-2255

▲
PLEASE REFER TO
THIS NUMBER
WHEN REMITTING
OR CORRESPONDING

DESCRIPTION	QUANTITY SHIPPED PIECES SHIPPED	UNIT PRICE UNIT OF MEASURE	AMOUNT								
7/8 OD X.635 ID(.120 WALL)DOM TUBE LENGTH: 17/24 FT CUST PART NO: 9514153	24 FT 1	2.6000 FT	62.40								
1/8 X 1-1/2 HR STEEL STRIP LENGTH: 20 FT CUST PART NO: 9510076	1000 FT 50	.2484 FT	248.40								
FUEL SURCHARGE			1.06								
<table><tr><td>IF PAID WITHIN 10 DAYS DEDUCT</td><td>Discount 1.55</td><td>Merchandise Total 310.80</td><td>Miscellaneous 1.06</td><td>Cutting .00</td><td>Transportation .00</td><td>Tax .00</td><td>TOTAL INVOICE 311.86</td></tr></table>				IF PAID WITHIN 10 DAYS DEDUCT	Discount 1.55	Merchandise Total 310.80	Miscellaneous 1.06	Cutting .00	Transportation .00	Tax .00	TOTAL INVOICE 311.86
IF PAID WITHIN 10 DAYS DEDUCT	Discount 1.55	Merchandise Total 310.80	Miscellaneous 1.06	Cutting .00	Transportation .00	Tax .00	TOTAL INVOICE 311.86				

DETACH HERE AND RETURN WITH YOUR PAYMENT

Your Order No. 142189 000	Your Release No.	F.O.B. DEST	INVOICE NO.
VIA OUR TRUCK-LOCAL	P-Ppd. C-Col. P	Date Shipped 05/20/09	Date Invoiced 05/20/09

Customer Number 3111742	Discount 1.55	Merchandise Total 310.80	Miscellaneous 1.06	Cutting .00	Transportation .00	Tax .00	TOTAL INVOICE 311.86
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Remit To:

JOSEPH T. RYERSON & SON
P.O. BOX 731036
DALLAS TX 75373-1036

SOLD TO WOOD MANUFACTURING COMPANY
PO BOX 179
FLIPPIN AR 72634

**DELIVERY RECEIPT**OUR TRUCK-LOCAL TRLR# 132
PRE-PAIDP.O BOX 34287
LITTLE ROCK, AR 72203-4287
Ph: (501) 490-2255 FAX: (501) 490-5202

Delivery Date: 05/20/2009

Promise Date: 05/20/2009

Sold To: WOOD MANUFACTURING COMPANY
PO BOX 179
FLIPPIN, AR 72634Ship To: WOOD MANUFACTURING CO.
HIGHWAY 178 NORTH
FLIPPIN, AR 72634Cust. #: 3111742
Phone: (870)453-2222
Contact: CHARLES THOMPSON
Fax: 870-704-2467Invoice #: 3194196
Customer P/O #: 142189 000

P/O Release #:

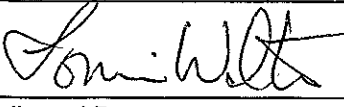
Manifest #: 3191018 A

Route #: 191-011

Sales Contact: SHAWN SMITH

Special Instructions:MATERIAL MUST HAVE 4 BANDS.
25 PCS PER BUNDLE ON 1/8 & 3/16 & 1/4 THICK FLAT BARS W/
2 PCS 2" SQ TU 1/4 X 20 BANDED ON EACH BUNDLE
RECEIVING HRS: M-F 8:00A-5:00P
PKG'G INSTR: BUNDLE UNLOAD: MANUAL

Line Item	Quantity Ordered	Description	Quantity Shipped	Number Pkgs.	Price
1 21697	1 EA	7/8 OD X.635 ID(.120 WALL)DOM TUBE Length: 17/24 FT Cust. Part #: 9514153 GOLD Bndl 1: 23 lbs. Heat#: S820590	24 ft. 23 lbs. 1 pcs.	1	\$62.40
2 23720	50 EA	1/8 X 1-1/2 HR STEEL STRIP Length: 20 FT Cust. Part #: 9510076 Bndl 1: 638 lbs. Heat#: 1014007	1000 ft. 638 lbs. 50 pcs.	1	\$248.40
		ORDER TOTAL	661 lbs. 51 pcs.	2	\$310.80


Customer Signature5-20-09
Date
Delivered ByAdd'l Charges: 1.06
Tax: _____
Total Due: \$311.86

Signature by customer verifies material delivered is correct and in good condition. Claims or shortages must be reported within 3 days of receipt. This material cannot be returned without our permission. Returned material is subject to handling charges. Conditions of sale are set out on quotations, confirmations and invoices we have previously sent you. Your signature here is evidence that you have read the conditions of sale and agree to them.

ORIGINAL INVOICE

PAGE 01

REMIT TO

JOSEPH T. RYERSON & SON
P.O. BOX 731036
DALLAS TX 75373-1036
FED ID: 36-1717960

SOLD TO

2459794 00 00000847 00001165
WOOD MANUFACTURING COMPANY
PO BOX 179
FLIPPIN AR 72634-0179

Your Order No. 142058	Your Release No.	F.O.B. DEST	INVOICE NO. 3193697
VIA OUR TRUCK-LOCAL	P-Ppd. C-Col. P	Date Shipped 05/15/09	Date Invoiced 05/21/09

LITTLE ROCK

(501) 490-2255

PLEASE REFER TO
THIS NUMBER
WHEN REMITTING
OR CORRESPONDING

SHIP TO

WOOD MANUFACTURING CO.
HIGHWAY 178 NORTH
FLIPPIN AR 72634

DESCRIPTION	QUANTITY SHIPPED PIECES SHIPPED	UNIT PRICE UNIT OF MEASURE	AMOUNT
1-1/2 X 1-1/2 X .065 HR ERW STL TUB LENGTH: 20 FT	100 FT 5	.6362 FT	63.62
1-1/4 X 1-1/4X 1/8 A36 HR STEEL ANG LENGTH: 20 FT	100 FT 5	.4704 FT	47.04
1/2 DIA 1018 CF STEEL ROD LENGTH: 17/20 FT	40 FT 2	.3340 FT	13.36
FUEL SURCHARGE			.41
**ATTN: WAYNE SEAWRIGHT			
**CUSTOMER WANTS FRIDAY DELIVERY			

IF PAID WITHIN
10 DAYS DEDUCT
NET 30 DAYS

Discount	Merchandise Total	Miscellaneous	Cutting	Transportation	Tax	TOTAL INVOICE
.63	124.02	.41	.00	.00	.00	124.43

DETACH HERE AND RETURN WITH YOUR PAYMENT

Your Order No. 142058	Your Release No.	F.O.B. DEST	INVOICE NO. 3193697
VIA OUR TRUCK-LOCAL	P-Ppd. C-Col. P	Date Shipped 05/15/09	Date Invoiced 05/21/09

Customer Number 3111742

Discount	Merchandise Total	Miscellaneous	Cutting	Transportation	Tax	TOTAL INVOICE
.63	124.02	.41	.00	.00	.00	124.43

Remit To:

JOSEPH T. RYERSON & SON
P.O. BOX 731036
DALLAS TX 75373-1036

SOLD TO WOOD MANUFACTURING COMPANY
PO BOX 179
FLIPPIN AR 72634

DELIVERY RECEIPT

OUR TRUCK-LOCAL TRLR# 143
PRE-PAID

P.O BOX 34287
LITTLE ROCK, AR 72203-4287
Ph: (501) 490-2255 FAX: (501) 490-5202

Delivery Date: 05/15/2009

Promise Date: 05/15/2009

Sold To: WOOD MANUFACTURING COMPANY
PO BOX 179
FLIPPIN, AR 72634

Ship To: WOOD MANUFACTURING CO.
HIGHWAY 178 NORTH
FLIPPIN, AR 72634

Cust. #: 3111742
Phone: (870)453-2222
Contact: JUDIE GARRETT
Fax: 870-704-2471

Invoice #: 3193697

Customer P/O #: 142058

P/O Release #:

Manifest #: 3190954 A

Route #: 086-002

Sales Contact: JIM LONG

Special Instructions:

MATERIAL MUST HAVE 4 BANDS.
25 PCS PER BUNDLE ON 1/8& 3/16 & 1/4 THICK FLAT BARS W/
2 PCS 2" SQ TU 1/4 X 20 BANDED ON EACH BUNDLE
RECEIVING HRS: M-F 8:00A-5:00P
PKG'G INSTR: BUNDLE UNLOAD: MANUAL
**ATTN: WAYNE SEAWRIGHT
**CUSTOMER WANTS FRIDAY DELIVERY

Line Item	Quantity Ordered	Description	Quantity Shipped	Number Pkgs.	Price
1 33743	5 EA	1-1/2 X 1-1/2 X .065 HR ERW STL TUB Length: 20 FT Bndl 1: 127 lbs.	100 ft. 127 lbs. 5 pcs.	1	\$63.62
2 23865	5 EA	1-1/4 X 1-1/4X 1/8 A36 HR STEEL ANG Length: 20 FT Bndl 1: 101 lbs. Heat#: C806090	100 ft. 101 lbs. 5 pcs.	1	\$47.04
3 24034	2 EA	1/2 DIA 1018 CF STEEL ROD Length: 17/20 FT Bndl 1: 27 lbs. Heat#: 897021 GREEN	40 ft. 27 lbs. 2 pcs.	1	\$13.36
		ORDER TOTAL	255 lbs. 12 pcs.	3	\$124.02

Wayne Sawright 5-15-09
Customer Signature Date

Delivered By John W. H.

Add'l Charges:	.41
Tax:	
Total Due:	<u>\$124.43</u>

Signature by customer verifies material delivered is correct and in good condition. Claims or shortages must be reported within 3 days of receipt. This material cannot be returned without our permission. Returned material is subject to handling charges. Conditions of sale are set out on quotations, confirmations and invoices we have previously sent you. Your signature here is evidence that you have read the conditions of sale and agree to them.

ORIGINAL INVOICE

PAGE 01

REMIT TO

JOSEPH T. RYERSON & SON
P.O. BOX 731036
DALLAS TX 75373-1036
FED ID: 36-1717960

SOLD TO

2459794 00 00000847 00001164
WOOD MANUFACTURING COMPANY
PO BOX 179
FLIPPIN AR 72634-0179

SHIP TO

WOOD MANUFACTURING CO.
HIGHWAY 178 NORTH
FLIPPIN AR 72634

Your Order No. 142217 000		Your release No.		F.O.B. DEST	INVOICE NO. 3300654
VIA OUR TRUCK-ORT		P-Ppd. C-Col. P	Date Shipped 05/20/09	Date Invoiced 05/21/09	

LITTLE ROCK (501) 490-2255

▲
PLEASE REFER TO
THIS NUMBER
WHEN REMITTING
OR CORRESPONDING

DESCRIPTION	QUANTITY SHIPPED PIECES SHIPPED	UNIT PRICE UNIT OF MEASURE	AMOUNT			
1-1/2 DIA 1018 CF STEEL ROD LENGTH: 17/20 FT FUEL SURCHARGE	20 FT 1	3.1900 FT	63.80 .19			
IF PAID WITHIN 10 DAYS DEDUCT ▶						
Discount	Merchandise Total	Miscellaneous	Cutting	Transportation	Tax	TOTAL INVOICE
.32	63.80	.19	.00	.00	.00	63.99

DETACH HERE AND RETURN WITH YOUR PAYMENT

Your Order No. 142217 000		Your Release No.		F.O.B. DEST	INVOICE NO. 3300654
VIA OUR TRUCK-ORT		P-Ppd. C-Col. P	Date Shipped 05/20/09	Date Invoiced 05/21/09	

Customer Number 3111742	Discount .32	Merchandise Total 63.80	Miscellaneous .19	Cutting .00	Transportation .00	Tax .00	TOTAL INVOICE 63.99
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Remit To:

JOSEPH T. RYERSON & SON
P.O. BOX 731036
DALLAS TX 75373-1036

SOLD TO WOOD MANUFACTURING COMPANY
PO BOX 179
FLIPPIN AR 72634

DELIVERY RECEIPT

OUR TRUCK-ORT TRLR# 126
PRE-PAID

P.O BOX 34287
LITTLE ROCK, AR 72203-4287
Ph: (501) 490-2255 FAX: (501) 490-5202

Delivery Date: 05/27/2009

Promise Date: 05/27/2009

Sold To: WOOD MANUFACTURING COMPANY
PO BOX 179
FLIPPIN, AR 72634

Ship To: WOOD MANUFACTURING CO.
HIGHWAY 178 NORTH
FLIPPIN, AR 72634

Cust. #: 3111742
Phone: (870)453-2222
Contact: WAYNE SEAWRIGHT
Fax: 870-704-2467

Invoice #: 3300654
Customer P/O #: 142217 000

P/O Release #:

Manifest #: 3191099 A

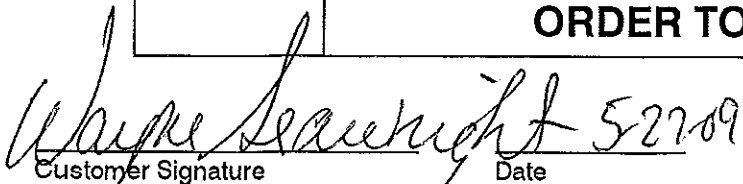
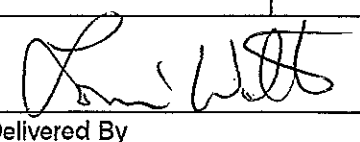
Route #: 191-012

Sales Contact: SHAWN SMITH

Special Instructions:

MATERIAL MUST HAVE 4 BANDS.
25 PCS PER BUNDLE ON 1/8& 3/16 & 1/4 THICK FLAT BARS W/
2 PCS 2" SQ TU 1/4 X 20 BANDED ON EACH BUNDLE
RECEIVING HRS: M-F 8:00A-5:00P
PKG'G INSTR: BUNDLE UNLOAD: MANUAL

Line Item	Quantity Ordered	Description	Quantity Shipped	Number Pkgs.	Price
5 24050	1 EA	1-1/2 DIA 1018 CF STEEL ROD Bndl 1: 120 lbs. Heat#: 11820710 Length: 17/20 FT GREEN	20 ft. 120 lbs. 1 pcs.	1	\$63.80
ORDER TOTAL			120 lbs. 1 pcs.	1	\$63.80

 52709 
Customer Signature Date Delivered By

Add'l Charges: .19
Tax: _____
Total Due: \$63.99

ORIGINAL INVOICE

PAGE 01

REMIT TO

JOSEPH T. RYERSON & SON
P.O. BOX 731036
DALLAS TX 75373-1036
FED ID: 36-1717960

Your Order No. 142217 000	Your Release No.	F.O.B. DEST	INVOICE NO.
VIA OUR TRUCK-LOCAL	P-Ppd. C-Col. P	Date Shipped 05/22/09	Date Invoiced 05/22/09
			3194315

LITTLE ROCK

(501) 490-2255

▲
PLEASE REFER TO
THIS NUMBER
WHEN REMITTING
OR CORRESPONDING

SOLD TO

2460000 00 00000771 00001063
WOOD MANUFACTURING COMPANY
PO BOX 179
FLIPPIN AR 72634-0179

SHIP TO

WOOD MANUFACTURING CO.
HIGHWAY 178 NORTH
FLIPPIN AR 72634

DESCRIPTION	QUANTITY SHIPPED PIECES SHIPPED	UNIT PRICE UNIT OF MEASURE	AMOUNT
11GA HRCQ STEEL SHEET DRY WIDTH: 60 LENGTH: 120	500 LB 2	.2804 LB	140.20
11GA HRCQ STEEL SHEET DRY WIDTH: 48 LENGTH: 96	320 LB 2	.2804 LB	89.73
3 X 3 X 3/16 A36 HR STEEL ANGLE LENGTH: 20 FT	148 LB 2	.4006 LB	59.29
3 X 6 X 1/4 STRUC STEEL TUBE LENGTH: 240.0000 IN	20 FT 1	7.2600 FT	145.20
FUEL SURCHARGE			1.99

IF PAID WITHIN 10 DAYS DEDUCT NET 30 DAYS	Discount	Merchandise Total	Miscellaneous	Cutting	Transportation	Tax	TOTAL INVOICE
	2.18	434.42	1.99	.00	.00	.00	436.41

DETACH HERE AND RETURN WITH YOUR PAYMENT

Your Order No. 142217 000	Your Release No.	F.O.B. DEST	INVOICE NO.
VIA OUR TRUCK-LOCAL	P-Ppd. C-Col. P	Date Shipped 05/22/09	Date Invoiced 05/22/09
			3194315
Customer Number 3111742	Discount 2.18	Merchandise Total 434.42	Miscellaneous 1.99
	Cutting .00	Transportation .00	Tax .00
			TOTAL INVOICE 436.41

Remit To:

JOSEPH T. RYERSON & SON
P.O. BOX 731036
DALLAS TX 75373-1036

SOLD TO WOOD MANUFACTURING COMPANY
PO BOX 179
FLIPPIN AR 72634

DELIVERY RECEIPT

OUR TRUCK-LOCAL TRLR# 132
PRE-PAID

P.O BOX 34287
LITTLE ROCK, AR 72203-4287
Ph: (501) 490-2255 FAX: (501) 490-5202

Delivery Date: 05/22/2009

Promise Date: 05/22/2009

Sold To: WOOD MANUFACTURING COMPANY
PO BOX 179
FLIPPIN, AR 72634

Ship To: WOOD MANUFACTURING CO.
HIGHWAY 178 NORTH
FLIPPIN, AR 72634

Cust. #: 3111742
Phone: (870)453-2222
Contact: WAYNE SEAWRIGHT
Fax: 870-704-2467

Invoice #: 3194315
Customer P/O #: 142217 000

P/O Release #:

Manifest #: 3191058 A

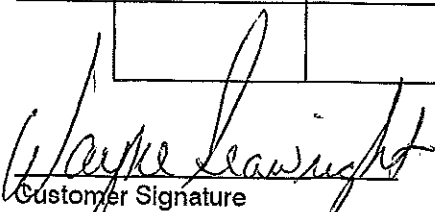
Route #: 191-008

Sales Contact: SHAWN SMITH

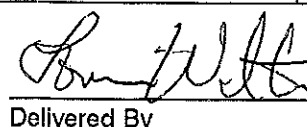
Special Instructions:

MATERIAL MUST HAVE 4 BANDS.
25 PCS PER BUNDLE ON 1/8& 3/16 & 1/4 THICK FLAT BARS W/
2 PCS 2" SQ TU 1/4 X 20 BANDED ON EACH BUNDLE
RECEIVING HRS: M-F 8:00A-5:00P
PKG'G INSTR: BUNDLE UNLOAD: MANUAL

Line Item	Quantity Ordered	Description	Quantity Shipped	Number Pkgs.	Price
1 24901	2 EA	11GA HRCQ STEEL SHEET DRY 60 x 120 Bndl 1: 500 lbs. Heat#: X	500 lbs. 2 pcs.	1 S	\$140.20
2 24898	2 EA	11GA HRCQ STEEL SHEET DRY 48 x 96 Bndl 1: 320 lbs. Heat#: X	320 lbs. 2 pcs.	1 S	\$89.73
3 23897	2 EA	3 X 3 X 3/16 A36 HR STEEL ANGLE Length: 20 FT Bndl 1: 148 lbs. Heat#: JW0910165103	148 lbs. 2 pcs.	1	\$59.29
4 23442	1 EA	3 X 6 X 1/4 STRUC STEEL TUBE Bndl 1: 278 lbs. Heat#: A910338 Length: 240.0000 +.063 / -.063	20 ft. 278 lbs. 1 pcs.	1	\$145.20
		ORDER TOTAL	1246 lbs. 7 pcs.	4	\$434.42


Customer Signature

5-22-09
Date


Delivered By

Add'l Charges: 1.99
Tax:
Total Due: \$436.41

Signature by customer verifies material delivered is correct and in good condition. Claims or shortages must be reported within 3 days of receipt. This material cannot be returned without our permission. Returned material is subject to handling charges. Conditions of sale are set out on quotations, confirmations and invoices we have previously sent you. Your signature here is evidence that you have read the conditions of sale and agree to them.

VERIFICATION

I, Leslie M. Allison, am a Credit Analyst for Joseph T. Ryerson & Son, Inc. Based upon my personal information and belief, I declare under penalty of perjury that the facts set forth in the preceding Motion are true and correct, according to the best of my knowledge, information and belief.

Dated: June 18, 2009

Signed: Leslie M. Allison
Leslie M. Allison

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA**

In re:

Chapter 11

Genmar Holdings, Inc., *et al.*,¹

Case No. 09-43537

Debtors.

Jointly Administered

**MEMORANDUM OF LAW IN SUPPORT OF MOTION FOR ALLOWANCE
OF SECTION 503(B)(9) ADMINISTRATIVE EXPENSE**

INTRODUCTION

Joseph T. Ryerson & Son, Inc. (“Ryerson”), submits this Memorandum of Law in support of its motion for an order allowing an administrative expense claim in this case (the “503(b)(9) Administrative Expense Claim”) for the full value of the goods delivered by Ryerson to the Debtors during the 503(b)(9) Period as permitted by 11 U.S.C. § 503(b)(9) (the “Motion”).

BACKGROUND

The facts in support of the relief requested are set forth in the verified Motion. All capitalized terms have the meaning ascribed in the Motion.

ARGUMENT

Ryerson has submitted its Motion pursuant to § 503(b)(9), which provides:

After notice and a hearing, there shall be allowed administrative expenses ... including – (9) the value of any goods received by the debtor within 20 days

¹ Jointly administered debtors: Genmar Holdings, Inc., Case No. 09-43537; Carver Industries, L.L.C., Case No. 09-43538; Carver Italia, L.L.C., Case No. 09-33773; Carver Yachts International, L.L.C., Case No. 09-33774; Genmar Florida, Inc., Case No. 09-43539; Genmar Industries, Inc., Case No. 09-43540; Genmar IP, L.L.C., Case No. 09-43541; Genmar Manufacturing of Kansas, Inc., Case No. 09-43542; Genmar Michigan, L.L.C., Case No. 09-43543; Genmar Minnesota, Inc., Case No. 09-33775; Genmar Tennessee, Inc., Case No. 09-43544; Genmar Transportation, Inc., Case No. 09-43545; Genmar Yacht Group, LLC, Case No. 09-43546; Marine Media, L.L.C., Case No. 09-43547; Minstar, L.L.C., Case No. 09-43548; Triumph Boats, Inc., Case No. 09-43550; Triumph Boat Rentals, L.L.C., Case No. 09-43551; VEC Leasing Services, L.L.C., Case No. 09-43552; VEC Management Co. L.L.C., Case No. 09-43553; VEC Technology, Inc., Case No. 09-43554; Windsor Craft Yachts, L.L.C., Case No. 09-43555; Wood Manufacturing Company, Inc., Case No. 09-43556.

before the date of commencement of a case under this title in which the goods have been sold to the debtor in the ordinary course of such debtor's business.

11 U.S.C. § 503(b)(9). Section 503(b)(9) is newly created by The Bankruptcy Abuse Prevention and Consumer Protection Act of 2005, S. 256, Pub.L.No. 109-8, 119 Stat. 23 (2005). Creditor claims of this type are given a second priority pursuant to § 507(a)(2) of the Code.

Under section 503(b)(9) of the Bankruptcy Code, claims for the value of goods received by a debtor in the ordinary course of its business during the 20-day period immediately prior to the petition date are entitled to administrative priority status (the "Twenty-Day Administrative Claims"). The 503(b)(9) Goods were (i) ordered in the ordinary course of the Debtors' businesses and (ii) sold by Ryerson to the Debtors in the ordinary course of business. As administrative claims incurred in the ordinary course of the Debtors' business, the Debtors arguably are authorized to pay Twenty-Day Administrative Claims pursuant to sections 363(c)(1) of the Bankruptcy Code without the need for court approval. However, virtually every chapter 11 debtor with valid Twenty-Day Administrative Claims has only paid such claims after entry of an order allowing a particular claim or after the entry of an order establishing a procedure for the processing and payment of all of such debtor's Twenty-Day Administrative Claims on a global basis.

Section 503 does not specify a time for payment of these expenses but administrative expenses must be paid in full on the effective date of the plan as provided in § 1129(a)(9). When a claimant timely files a request for payment of an administrative expense under § 503(a), the timing of the payment of that administrative expense claim is left to the discretion of the Court. *In re Garden Ridge Corporation*, 323 B.R. 136 (Bankr. D. Del. 2005); *In re Colortex Industries, Inc.*, 19 F.3d 1371, 1348 (11th Cir. 1994); *In re Continental Airlines, Inc.*, 146 B.R. 520, 531 (Bankr. D. Del. 1992). "In making this determination, one of the chief factors courts consider is

bankruptcy's goal of an orderly and equal distribution among creditors and the need to prevent a race to a debtor's assets." *In re HQ Global Holdings, Inc.*, 282 B.R. 169 (Bankr. D. Del. 2002). Distributions to administrative claimants are generally disallowed prior to confirmation if there is a showing that the bankruptcy estate may not be able to pay all of the administrative expenses in full. *Id.*

Courts will also consider the particular needs of each administrative claimant and the length and expense of the case's administration. *Id.* "To qualify for exceptional immediate payment, a creditor must show that 'there is a necessity to pay and not merely that the Debtor has the ability to pay.'" *In re Continental Airlines, Inc.*, 146 B.R. at 531 (quoting *In re Ionosphere Clubs, Inc.*, 98 B.R. 174, 179-79 (Bankr. S.D.N.Y. 1989)); *See also* Alan N. Resnick, *The Future of Chapter 11: A Symposium Cosponsored by the American College of Bankruptcy: The Future of the Doctrine of Necessity and Critical Vendor Payments in Chapter 11 Cases*, 47 B.C.L. Rev 183, 204-205 (2005) (Section 503 (b)(9) "is a rule of priority, rather than payment."

At this time, Ryerson seeks only allowance of its 503(b)(9) Administrative Expense Claim, not immediate payment thereof. However, should the Debtors seek to pay other Twenty-Day Administrative Claims prior to the effective date of a plan of reorganization in this case, Ryerson reserves the right to seek similar treatment of its 503(b)(9) Administrative Expense Claim at an appropriate time.

CONCLUSION

For the foregoing reasons, Ryerson respectfully requests that this Court enter an order granting the relief requested in the Motion.

Dated this 26th day of June, 2009

MANTY & ASSOCIATES, P.A.

By /e/ Jacqueline D. Kuiper

Nauni Manty (230352)

Jacqueline D. Kuiper (0389387)

Manty & Associates, P.A.

510 First Avenue North #305

Minneapolis, MN 55403

Telephone: (612) 340-7950

Fax: (612) 746-0310

nauni@mantylaw.com

jacqueline@mantylaw.com

ATTORNEYS FOR JOSEPH T. RYERSON &
SON, INC.

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA**

In re:

Chapter 11

Genmar Holdings, Inc., *et al.*,¹

Case No. 09-43537

Debtors.

Jointly Administered

UNSWORN CERTIFICATE OF SERVICE

I, Nancy Jaeckels, declare under penalty of perjury that on June 26, 2009, I mailed copies of the attached **Notice of Hearing and Motion for Allowance of Section 503(b)(9) Administrative Expense, Memorandum of Law, and Order** for each party or entity below:

Alan Kildow alan.kildow@dlapiper.com
Kevin Hofman khofman@hallelend.com
Jackson Walker, LLP econway@jw.com
Faye Knowles fknowles@fredlaw.com
Lara Glaesman lara.glaesman@fmjlaw.com
David Runck david.runck@fmjlaw.com
James E. Sorenson bk@wggdlaw.com
Thomas Lallier tlallier@foleymansfield.com
Jeffrey D. Klobucar jklobucar@foleymansfield.com
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Ryan Murphy rmurphy@fredlaw.com
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Kevin M. Newman knewman@menterlaw.com
Ivan M. Levy ilevy@interplastic.com
David D. Heim dheim@grjn.com
Aaron Z. Tobin aaront@andersonjoneslaw.com

¹ Jointly administered debtors: Genmar Holdings, Inc., Case No. 09-43537; Carver Industries, L.L.C., Case No. 09-43538; Carver Italia, L.L.C., Case No. 09-33773; Carver Yachts International, L.L.C., Case No. 09-33774; Genmar Florida, Inc., Case No. 09-43539; Genmar Industries, Inc., Case No. 09-43540; Genmar IP, L.L.C., Case No. 09-43541; Genmar Manufacturing of Kansas, Inc., Case No. 09-43542; Genmar Michigan, L.L.C., Case No. 09-43543; Genmar Minnesota, Inc., Case No. 09-33775; Genmar Tennessee, Inc., Case No. 09-43544; Genmar Transportation, Inc., Case No. 09-43545; Genmar Yacht Group, LLC, Case No. 09-43546; Marine Media, L.L.C., Case No. 09-43547; Minstar, L.L.C., Case No. 09-43548; Triumph Boats, Inc., Case No. 09-43550; Triumph Boat Rentals, L.L.C., Case No. 09-43551; VEC Leasing Services, L.L.C., Case No. 09-43552; VEC Management Co. L.L.C., Case No. 09-43553; VEC Technology, Inc., Case No. 09-43554; Windsor Craft Yachts, L.L.C., Case No. 09-43555; Wood Manufacturing Company, Inc., Case No. 09-43556.

Joseph A. Nilan jnilan@grjn.com
Jane Welch jwelch@morrisonfenske.com
Kenneth Corey-Edstrom kcoreyedstrom@larkinhoffman.com
Paul L. Ratelle pratelle@fwhtlaw.com
Brian Leonard bleonard@losgs.com
Phillip Bohl phillip.bohl@gpmlaw.com
William Fisher william.fisher@gpmlaw.com
Henry T. Wang henry.wang@cpmlaw.com
Cass Weil weilc@moss-barnett.com
US Trustee ustpregion12.mn.ecf@usdoj.gov
Sarah.J.Wencil Sarah.J.Wencil@usdoj.gov
Sarah E. Doerr doerrsarah@moss-barnett.com
John K. Rossman rossmanj@moss-barnett.com
Ralph Mitchell rmitchell@lapplibra.com
Rodney and Barbara Voisine kivitzliptz2@esarthlink.net
Sara L. Bruggeman sbruggeman@faegre.com
Dennis M. Ryan dryan@faegre.com
Michael R. Stewart mstewart@faegre.com
Timothy D. Moratzka tdm@mcmlaw.com
Maura I. Russell mrussell@ebglaw.com
Steven Fox sfox@ebglaw.com

Rose Cardinal Tie Dawn Engineering, Inc. 255 Villanova Drive Atlanta, GA 30336	United States Trustee 1015 U.S. Courthouse 300 So. Fourth St. Minneapolis, MN 55415 (Via <i>electronic filing</i>)
Dometic Corp 2000 N Andrews Ave Ext Pompano Beach, FL 33069	IBM Corporation Two Lincoln Centre Oakbrook Terrace, IL 60181
Marcia Kull Volvo Penta of the Americas, Inc. 1300 Volvo Penta Drive Chesapeake, VA 23320	John Pugh Marine Hardware, Inc. PO Box 3099 14560 NE 91 st Street Redmond, WA 98052
Steven J Cohen Wachtel & Masyr LLP 110 E 59 th Street, 27 th Floor New York, NY 10022	Richard Schwenk Telelex, Inc. 640 North Lewis Road Limerick, PA 19468
Lester Turchin Dometic Corporation 2000 North Andrews Avenue Pompano Beach, FL 33069	Gary Potter EZ Loader Boat Trailers PO Box 270 6533 Hwy 126N Midway, AR 42651

Gregory M. Luyt Bowerman, Bowden, Ford Clulo & Luyt Co 620-A Woodmere Traverse City, MI 49686	Paul Traub Epstein Becker & Green PC 250 Park Ave New York, NY 10177
Timothy MacEachern Inland Plywood Company 375 N Cass Avenue Pointiac, MI 33069	IBM Credit LLC Andy Gravina Special Handling Group 4111 Northside Pkwy Atlanta, GA 30327
Manchester Companies Inc. 4700 IDS Center 80 South 8 th Street Minneapolis, MN 55402	Sidley 1 S Dearborn Chicago, IL 60603
	Brett J. Nizzo Epstein Becker & Green PC 250 Park Ave New York, NY 10177 TW Telecom Inc. C/O Linda Boyle 10475 Park Meadows Dr Suite 400 Littleton, CO 80124

Executed on: June 26, 2009.

Signed: /e/ Nancy Jaeckels

Nancy Jaeckels

510 First Avenue North, Suite 305

Minneapolis, MN 55403

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA**

In re:

Chapter 11

Genmar Holdings, Inc., *et al.*,¹

Case No. 09-43537

Debtors.

Jointly Administered

**ORDER ON MOTION OF JOSEPH T. RYERSON & SON, INC. FOR ALLOWANCE
OF ITS SECTION 503(B)(9) ADMINISTRATIVE EXPENSE**

This matter having come before the Court on the Motion of Joseph T. Ryerson & Son, Inc., pursuant to Section 503(b)(9) of Title 11, United States Code, for Allowance of its Section 503(b)(9) Administrative Expense Claim (the “Motion”); and the Court finding that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. § 157 and 1334; (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (c) venue of the Debtors’ chapter 11 cases and the Motion are proper pursuant to 28 U.S.C. §§ 1408 and 1409; and (d) notice of the Motion being adequate and sufficient under the circumstances and that no further notice is necessary; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Motion shall be, and hereby is, GRANTED.

¹ Jointly administered debtors: Genmar Holdings, Inc., Case No. 09-43537; Carver Industries, L.L.C., Case No. 09-43538; Carver Italia, L.L.C., Case No. 09-33773; Carver Yachts International, L.L.C., Case No. 09-33774; Genmar Florida, Inc., Case No. 09-43539; Genmar Industries, Inc., Case No. 09-43540; Genmar IP, L.L.C., Case No. 09-43541; Genmar Manufacturing of Kansas, Inc., Case No. 09-43542; Genmar Michigan, L.L.C., Case No. 09-43543; Genmar Minnesota, Inc., Case No. 09-33775; Genmar Tennessee, Inc., Case No. 09-43544; Genmar Transportation, Inc., Case No. 09-43545; Genmar Yacht Group, LLC, Case No. 09-43546; Marine Media, L.L.C., Case No. 09-43547; Minstar, L.L.C., Case No. 09-43548; Triumph Boats, Inc., Case No. 09-43550; Triumph Boat Rentals, L.L.C., Case No. 09-43551; VEC Leasing Services, L.L.C., Case No. 09-43552; VEC Management Co. L.L.C., Case No. 09-43553; VEC Technology, Inc., Case No. 09-43554; Windsor Craft Yachts, L.L.C., Case No. 09-43555; Wood Manufacturing Company, Inc., Case No. 09-43556.

2. Ryerson shall have an Allowed Administrative Expenses Claim for the full value of the goods delivered to the Debtor during the 503(b)(9) Period in the amount of \$1,942.25.

BY THE COURT:

The Honorable Dennis D. O'Brien
United States Bankruptcy Judge